

CERTIFICATE OF SPONSOR'S ATTORNEY

I, S. Gibbons Frost, acting as Attorney for
City of Holbrook (hereinafter referred to as "City")
(SPONSOR)
do hereby certify:

That I have examined the foregoing Intergovernmental Agreements (Signalization/Illumination) and the proceedings taken by said City relating thereto, and find that the execution thereof by said City has been duly authorized and is in all respects due and proper and in accordance with the laws of the State of Arizona, and further that, in my opinion, said Intergovernmental Agreements (Signalization/Illumination) constitutes a legal and binding obligation of the City in accordance with the terms thereof.

Dated at City of Holbrook, this 8TH day of
SEPTEMBER, 1981.

By S. Gibbons Frost
S. Gibbons Frost

Title City Attorney

EXHIBIT "B"